

BYLAWS
of the
Chippewa Valley Home Builders Association, Inc.
Adopted October 28, 2003
Revised September 26, 2006

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ARTICLE I

(Name, Location, and Affiliation)

Sec. 1 The name of this Association shall be Chippewa Valley Home Builders Association

Sec. 2 The principal office of this association shall be located at 4319 Jeffers Road, Suite 200, Eau Claire, WI, or such other place as the Board of Directors may from time to time designate.

Sec. 3 The operations of this Association shall be conducted for the benefit of home builders and persons, firms or corporations engaged in the allied businesses and industries or professions in Chippewa, Eau Claire, Chippewa, Buffalo and Pepin Counties.

Sec. 4 The Association is and shall be an affiliated Association of the National Association of Home Builders and the Wisconsin Builders Association and shall abide by their respective bylaws, as amended from time to time.

ARTICLE II

(Purpose)

Sec. 1 The purposes of this Association shall be:

- (a) To promote unity and integrity by the increased communications between the builder members and the associates.
- (b) To maintain high ideals and building standards by continued education to our professionalism to provide

guidance to our local and state government regarding our stand on building related issues.

- (c) To promote a spirit of professionalism and to provide the public with quality craftsmanship in all phases of the construction industry.
- (d) To collaborate with all fields related to the building industry within the Association's jurisdiction for the benefit of the industry as a whole.
- (e) To comply with all laws, federal, state and local.
- (f) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders and Wisconsin Builders Association.
- (g) To operate without profit and no part of the income of the Association shall be for the benefit of any individual member.
- (h) to provide' education on the building industry to Chippewa Valley residents and members alike and
- (i) to promote and perform community service in the Chippewa Valley.

ARTICLE III

(Membership)

Sec. 1 **CLASSES OF MEMBERS.**

The Association shall have the following classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- (a) **BUILDER MEMBERS.** Any individual who is or has been in, or employed by a firm or corporation in the business of building or rebuilding homes, apart rents,

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schools, commercial, industrial or other structures normally related and appurtenant to a community or in land development, who subscribes to the Code of Ethics of this Association and is of good character and business reputation, shall be eligible to be a builder member; provided such individual meets with the approval of the Board of Directors.

(b) **ASSOCIATE MEMBERS.** Any individual who is or has been engaged or employed by a firm or corporation engaged in a trade, industry, or profession related to building and not inconsistent with the objectives of this Association, who subscribes to the Code of Ethics of this Association and is of good characters and business reputation, shall be eligible to be an associate member, provided such individual meets with the approval of the Board of Directors.

(c) **STUDENT MEMBERS.** Student membership shall be open to any student sponsored by faculty and enrolled in a construction related technical program or degree institution at the high school, trade school and/or University in the CVHBA jurisdiction.

(d) **HONORARY.** Any persons so designated by the Board of Directors from time to time, for distinguished and unique service to the building industry shall be Honorary members.

Sec. 2 ACCEPTANCE OF MEMBERS

(a) Applicants for membership shall apply in a form satisfactory to the Board of Directors, and meet such

other requirements as the Board may from time to time prescribe.

(b) Applicants approved and accepted by this Association, upon payment of dues, shall be members of the National Association of Home Builders and Wisconsin Builders Association and while in good standing shall be entitled to the full benefits, services and privileges of the respective Associations.

Sec. 3 SUSPENSION AND REVOCATION OF MEMBERSHIP.

(a) The Board of directors by a two-thirds (2/3) vote may suspend or revoke the membership of any member (a) for failure to meet financial obligations to the Association or, (b) for conduct detrimental to this Association. The member shall be given at least thirty (30) days notice in advance of the meeting of the Board at which the vote is to be taken, and shall be afforded a reasonable opportunity to be heard.

(b) A vote of two-thirds (2/3) of the board shall be required to reinstate any membership suspended or revoked under this Section. Reinstatement shall be subject to such terms and conditions as the Board may impose.

Sec. 4 MEETINGS OF THE MEMBERS

(a) An annual meeting of the membership of this Association shall be held in September of each year, or at such other time as the Board may designate, for the express purpose of electing the officers of the Association, a Board of Directors and taking up such

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matters as may properly come before the general membership.

- (b) Regular meetings of the membership of this Association shall be held on the second Tuesday of each month or such other time as the Board of Directors may designate.
- (c) Special meetings of the membership of this Association may be called by the President, or, if requested in writing, by a majority of the members of the Board of Directors.
- (d) Notice shall be given of the date, hour, and place of all meetings to each member at least five days in advance.

ARTICLE IV
(Dues)

Sec. 1 DUES.

The dues of this Association shall be payable at the rate of \$455 per year: (\$150.00 for National, \$160.00 for State, \$145.00 for Local).

- (a) The Board of Directors shall set the annual dues for Builder and Associate member after a 90-day notice with a 2/3-majority vote of quorum of the Board.
- (b) Honorary and Student members shall be exempt from payment of any dues and shall have no interest in any property of the Association and shall have no vote in affairs of this Association.
- (c) All dues shall be payable to this Association simultaneously with the membership paid and reported to the National and State Associations.

- (d) Any member delinquent in payment of dues by more than 30 days shall be dropped from membership.

ARTICLE V
(Board of Directors)

Sec. 1 COMPOSITION AND AUTHORITY.

The governing body of this Association shall be a Board of Directors consisting of:

- (a) The President, President-Elect, Secretary and Treasurer.
The Immediate Past-President shall continue as a member of the Board of Directors with full voting privileges.
- (b) The National Directors from CVHBA shall be appointed by Board of Directors shall be ex-officio. National Directors and Senior Life Directors shall have full voting privileges on the CVHBA Board.
- (d) The Executive Officer shall be an Ex-Officio member of the Board of Directors without voting privileges.
- (e) There shall be six (6) elected Directors of which two (2) shall be elected each year for a three (3) year term. One shall be ex-officio, with full voting privileges during their term. One shall be a Builder and one shall be an Associate member.
- (f) The local WBA directors which shall be appointed by the President shall be ex-officio. State Directors and Life State Directors shall have full voting privileges during their term on the CVHBA Board.

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- (g) All National or State Association officers who are also members of this local Association shall be ex-officio with full voting privileges during their term.
- (h) In the interim of when the Board of Directors meets, the Executive Committee comprised of the President, Vice-President, Secretary, Treasurer and Past President shall act on issues of importance.

Sec. 2 OFFICERS:

All officers shall serve a one-year term or until their successors are elected and qualified and shall be ex-officio members of the Board of Directors.

CHAIRMAN.

The President shall be the chairman of the Board of Directors. The office holder must be a Builder member.

VICE-CHAIRMAN

The President-Elect, who shall be a Builder member of the Association, shall perform such duties as are assigned to him by the President. He or she shall, in the absence of the President, or upon his direction, perform all of the duties of the President.

SECRETARY

A Secretary, who shall be responsible to the Association for review and/or preparation of the

Minutes and the reporting of accuracy to the Board of Directors in coordination with the Executive Officer.

TREASURER

A Treasurer, who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render in coordination with CVHBA staff the monthly financials, membership reports and review of the financial statements and the annual tax return with a private accounting firm specializing in trade associations.

Sec. 3 VACANCIES.

Vacancies on the Board because of disability, death, or resignation shall be filled by appointment of the President, subject to the concurrence of a majority of the Directors. Persons so appointed will finish out the vacated Board member's term.

Sec. 4 EXECUTIVE OFFICER

The Association's primary employee, the Executive Officer, shall be the Chief Administrative Officer, subject to the hiring of the Board of Directors. The Executive Officer will perform the duties per the associated job description to meet the mission and goals of the Association. The Executive Officer may employ the appropriate work force, both staff and out-sourcing; in conjunction with an approved budget by the Board of Directors that includes salaries, benefits & associated taxes. The Executive Officer may be removed by the Board of Directors and/or resign with a 30-day notice.

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The Executive Officer's annual performance review and rate of compensation per salary and benefits will be conducted and decided by the Executive Committee.

Sec. 5 NATIONAL AND STATE DIRECTORS. The Board shall prescribe the method of selection of any National and State Directors and Alternate Directors to which the Association is entitled under the provisions and conditions prescribed in the Bylaws of the National and State Associations.

Sec. 6 MEETINGS.

Meetings of the Board of Directors shall be held as follows:

- (a) Regular Meetings of the Board of Directors shall be held on the fourth Tuesday of January, March, May, July, September & November (six times a year) or such other times as the Board may direct.
- (b) Special meetings of the Board of Directors maybe called by the President or upon request in writing of a majority of the Directors.
- (c) Notice of the date, hour and place of all meetings shall be given to the Directors at least seven days in advance.

Sec. 7 VOTING.

Voting shall determine all actions unless prescribed by these bylaws; by majority vote.

Sec. 8 QUORUM.

A quorum shall consist of a majority vote of the Board of Directors present.

ARTICLE VI
(Elective Officers)

- Sec. 1 The following Officers shall be elected by the Board of Directors at its September Meeting and shall hold office for a term of one year from the date of installation or until their successors are elected and duly qualified:
- (a) A PRESIDENT, who shall be a Builder member of the Association. The President shall be the Chief Officer of this Association and shall preside at its meeting and those of the Board of Directors. The President shall be the official spokesman of this Association in matters of public policy. The President shall appoint all committees, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office.
 - (b) PRESIDENT ELECT, who shall be a Builder member of the Association, shall perform such duties as are assigned by the President and, in the absence of the President, or upon direction, shall perform all of the duties of the President.
 - (c) A TREASURER, who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a monthly report to the Board of Directors and an annual report to the membership, and, upon direction of the President, may perform other duties appropriate to this office. This office holder may be either a Builder or Associate member.
 - (d) A SECRETARY, who shall keep a record of all of the official proceedings of this Association and its Board of

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directors, including the reports of committees and, upon direction of the President, may perform other duties appropriate to this office. This office holder may be either a Builder or Associate member.

Sec. 2 SUCCESSION OF OFFICE.

- (a) In the event of the absence, disability, resignation, or death of the President, then the President Elect shall act as President of the Association. Should neither the President nor the President Elect be able to serve for any of the foregoing reasons, and then the Treasurer shall act as President. If the Treasurer should be unable to serve for any of the foregoing reasons, then the Secretary shall act as President. The officer so designated to act, as President shall serve until such time as the Board of Directors names from among its members a President to fill the unexpired term.
- (b) In the event of a vacancy, other than in the office of the President, the Board of Directors shall name from among its members a successor to fill the unexpired term.

Sec. 3 The President or President Elect must be an individual who is within the Builder Class of Membership. There may be an Associate member for the two offices of Secretary and Treasurer.

ARTICLE VII
(Voting, Quorums)

- Sec. 1** Builder and Associate members of the Association in good standing shall be entitled to vote at meetings of the Membership except as may be provided in other Sections of these Bylaws.
- Sec. 2** A simple majority vote shall decide an issue provided a quorum is present. This section shall not apply to voting on amendments to these Bylaws.
- Sec. 3** The presence of the majority of members in good standing at a meeting of the Membership shall constitute a quorum.

ARTICLE VIII
(Elections)

- Sec. 1** There shall be a Nominating Committee composed of the immediate past-president and four (4) members appointed by the President. Appointment shall be made and notice given to the membership at least 30 days in advance of an election. The President shall designate the Chairman of the Committee.
- Sec. 2** The Committee shall submit to the Board of Directors at least one candidate for each office and directorship.
- Sec. 3** The recommendations of the Nominating Committee shall be submitted to the members of the Board of

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Directors no later than ten (10) days prior to the August Board of Directors meeting. Any member may nominate candidates from the floor, but no person shall be considered unless the candidate is eligible for the position and agrees to serve.

Sec. 4 All voting at an election shall be by written ballot.

Sec. 5 The officers shall be installed at the October membership meeting and shall hold office until their successors are elected and qualified. Newly elected officers shall take office effective the time of the passing of the gavel (Elections, General Membership Meeting).

Sec. 6 All appointments by the Board of Directors or President for positions on the NAHB Board of Directors or the WBA Board of Directors or the Chippewa Valley local Directors shall commence term on the dates that coincide with the designated term of each office of the Chippewa Valley Home Builders Association, Wisconsin Builders Association and the National Association of Home Builders for one year. necessary to elect. If no candidate receives a majority a second vote shall be taken upon the leading candidates.

ARTICLE IX
(Committees)

Sec. 1 The President with the advice and consent of the Board of Directors shall upon taking office establish Standing

committees for the Association except it may otherwise be specifically provided for in these Bylaws.

Sec. 2 The Chairman and members of all committees of the Association shall be appointed by the President except as otherwise specifically provided in these Bylaws.

Sec. 3 A President may, with the advice and consent of the Board of Directors, remove the Chairman or members of any committee appointed pursuant to this Article.

Sec. 4 Special committees may be appointed by the President as he or she may from time to time deem advisable.

Sec. 5 Meetings of all committees shall be upon the call of the Chairman with the approval of the President.

Sec. 6 A simple majority vote in the committee shall decide an issue provided quorum is present.

Sec. 7 The presence of a majority of the committee members at a meeting shall constitute a quorum.

ARTICLE X
(Budget)

Sec. 1 The fiscal year of this Association shall be the year commencing on the first day of January and terminating on the last day of December 31.

Sec. 2 The Board of Directors shall adopt a budget for each fiscal year, and this Association shall function within

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the total of such budget. The Board of Directors must authorize any expenditure in excess of an approved budget.

Sec. 3 Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors. Payments from the funds of the Association shall be by dual signature from the signators of Executive Committee and/or the Executive Officer.

ARTICLE XI
(Rules of Procedure)

Sec. 1 Roberts' Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these Bylaws.

ARTICLE XII
(Amendments)

Sec. 1 These Bylaws may be amended by $2/3$ of the quorum of the Chippewa Valley Home Builders Association's Board of Directors at any called meeting, provided that a copy of any proposed amendment shall have been mailed to each Board member at least thirty days in advance.

Sec. 2 Any amendments to the Bylaws shall be communicated in writing to all due paying members.

ARTICLE XIII
(Membership Card and Logo)

Sec. 1 This Association and members of this Association may use on their business-related stationary and literature the official logo of the Chippewa Valley Home Builders Association, the Wisconsin Builders Association and the National Association of Home Builders.

ARTICLE XIV
(Executive Committee)

Sec. 1 There shall be an Executive Committee of this Association which shall be composed of the President, who shall be the chairman, the President Elect(s), Secretary, Treasurer, and immediate Past President.

Sec. 2 This Committee shall, between meetings and subject to the approval of the Board of Directors, conduct the affairs of the Association in accordance with these Bylaws and the policies adopted by the Board of Directors.

Sec. 3 This committee shall meet upon the call of the President, the Board of Directors, or any of its members. A simple majority shall constitute a quorum.

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ARTICLE XV
(Notices)

Sec. 1 Members shall furnish the Executive Officer with their official address. The mailing of any notice to the last known official address shall be deemed service of such notice or notices upon them as of the date of the mailing.

ARTICLE XVI
(Councils)

Sec. 1 There shall be within the Association such Councils as the (Executive Committee and/or Board of Directors) may from time to time find necessary to serve adequately the needs of respective members of this Association.

Sec. 2 The activities shall be managed by the (Executive Committee and/or Board of Directors.)

ARTICLE XVII
(Code of Ethics)

Sec. 1 The Code of Ethics of the National Association of Home Builders, with additions but no exceptions, is adopted as the Code of Ethics of this Association and shall be considered a part of its rules and regulations, and the Code of Ethics and rules and regulations of this Association shall in the future deemed to be amended or changed by the National Association of Home Builders.

As members in good standing of the NAHB, we believe in, and accept, the responsibilities and obligations inherent in our provision of housing, light commercial construction and any other services. Consistent with the National Association of Home Builders Code of Ethics contained in its constitution, we support the following objectives:

1. To conduct business affairs with professionalism and skill.
2. To provide the best housing value possible.
3. To protect the consumer through the use of quality materials and construction practices backed by integrity and service.
4. To provide housing with high standards of safety, sanitation and livability.

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5. To meet all financial obligations in a responsible manner.
6. To comply with the spirit and letter of business contracts, and manage employees, subcontractors and suppliers with fairness and honor.
7. To keep informed regarding public policies and other essential information which affect our business interests and those of the building industry as a whole.
8. To comply with the rules and regulations prescribed by law and government agencies for the health, safety and welfare of the community.
9. To keep honesty as our guiding business
10. To provide timely response to items covered under warranty.
11. To seek to resolve controversies through a non-litigation dispute resolution mechanism.
12. To support and abide by the decisions of the Association in promoting and enforcing this Code of Ethics.

Members assume the responsibilities in the Code of Ethics freely and solemnly and are mindful that these responsibilities are a part of their obligation as members of the National Association Home Builders.

Sec. 2 Violation of the Code of Ethics could result in suspension or revocation of membership per the procedure noted in Article III, Section 3.

Sec. 3 Any member of the Chippewa Valley Home Builders Association who refuses to submit to mediation shall be referred to the Ethics Committee for further investigation & action. Failure to submit to mediation may be grounds for suspension and/or revocation.

ARTICLE XVIII

(Grievances)

Sec. 1 The Chippewa Valley Home Builders Association shall designate a standing committee to address the grievances brought forth by the public and/or membership alike. This committee shall be governed in accordance with Article IX.

Sec. 2 A valid grievance contains all the following:

1. Must be submitted in writing including all the parties involved (including names, company name, addresses and pertinent information) to the Chippewa Valley Home Builders Association at 4319 Jeffers Road, Suite 200, Eau Claire, WI 54703;

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2. Signed by the party in complaint;
3. Must be within the following timeline:
 - i. Complaints brought by a member of the public against a member of this Association must be brought forth within one year of closing the transaction or occupancy.
 - ii. Complaints brought by a non-member contractor, sub-contractor and/or supplier against an Association member must be brought forth within one year of the last services performed on site or materials supplied.
 - iii. Complaints brought by a member against a member must be brought forth within one year of the last services performed on site or materials supplied.
- b. Must directly relate to the construction process or to the supply of construction services and/or materials. A chronological timeline of the events, parties and issue to be resolved should be outlined and/or explained.

Sec. 3 CVHBA will have either a standing committee or ad hoc task force with composition defined by the Board of Directors to address grievances. Association members and the public alike have the option to have their grievance addressed by the Association Grievance Committee or a professional mediator.

Sec. 4 The Chippewa Valley Home Builders Association reserves the right to refuse the mediation of any dispute.

Sec. 5 All members of the Chippewa Valley Home Builders Association hereby agree to submit to mediation.

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